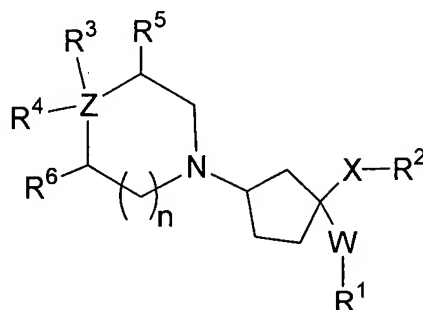


Amendments To the Claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (currently amended) A compound of the formula I:



I

wherein:

X is selected from the group consisting of:

-NR¹⁰-, -O-, -CH₂O-, -CONR¹⁰-, -NR¹⁰CO-, -CO₂-, -OCO-,
-CH₂(NR¹⁰)CO-, -N(COR¹⁰)-, -CH₂N(COR¹⁰)-, phenyl, and
C₃₋₆ cycloalkyl,

where R¹⁰ is independently selected from: hydrogen, C₁₋₆ alkyl,
benzyl, phenyl, and C₁₋₆ alkyl-C₃₋₆ cycloalkyl,

which is unsubstituted or substituted with 1-3 substituents where
the substituents are independently selected from: halo, C₁₋₃alkyl,
C₁₋₃alkoxy and trifluoromethyl;

W is selected from:

phenyl and heterocycle, which is unsubstituted or substituted with 1-3
substituents where the substituents are independently selected from: halo,
C₁₋₃alkoxy and trifluoromethyl;

Z is C;

Z is selected from:

~~C, N, and O, wherein when Z is N, then R⁴ is absent, and when W is O, then
both R³ and R⁴ are absent;~~

n is an integer selected from 0, 1, 2, 3 and 4;

R¹ is selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) trifluoromethoxy,
- (d) hydroxy,
- (e) C₁-6alkyl,
- (f) C₃-7cycloalkyl,
- (g) -O-C₁-6alkyl,
- (h) -O-C₃-7cycloalkyl,
- (i) -SCF₃,
- (j) -S-C₁-6alkyl,
- (k) -SO₂-C₁-6alkyl,
- (l) phenyl,
- (m) heterocycle,
- (n) -CO₂R⁹,
- (o) -CN,
- (p) -NR⁹R¹⁰,
- (q) -NR⁹-SO₂-R¹⁰,
- (r) -SO₂-NR⁹R¹⁰, and
- (s) -CONR⁹R¹⁰
- (t) -NHC(=NH)NH₂, and
- (u) hydrogen,

R² is selected from:

(C₀-6alkyl)-phenyl and (C₀-6alkyl)-heterocycle,

where the alkyl is unsubstituted or substituted with 1-7 substituents

where the substituents are independently selected from:

- (a) halo,
- (b) hydroxy,
- (c) -O-C₁-3alkyl,
- (d) trifluoromethyl, and
- (e) -C₁-3alkyl,

and where the phenyl and the heterocycle is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) trifluoromethoxy,
- (d) hydroxy,
- (e) C₁₋₆alkyl,
- (f) C₃₋₇cycloalkyl,
- (g) -O-C₁₋₆alkyl,
- (h) -O-C₃₋₇cycloalkyl,
- (i) -SCF₃,
- (j) -S-C₁₋₆alkyl,
- (k) -SO₂-C₁₋₆alkyl,
- (l) phenyl,
- (m) heterocycle,
- (n) -CO₂R⁹,
- (o) -CN,
- (p) -NR⁹R¹⁰,
- (q) -NR⁹-SO₂-R¹⁰,
- (r) -SO₂-NR⁹R¹⁰, and
- (s) -CONR⁹R¹⁰;

R³ is -(C₀₋₆alkyl)-phenyl,

where the alkyl is unsubstituted or substituted with 1-5 substituents
where the substituents are independently selected from:

- (a) halo,
- (b) hydroxy,
- (c) -O-C₁₋₃alkyl, and
- (d) trifluoromethyl,

and where the phenyl is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) hydroxy,
- (d) C₁₋₃alkyl,
- (e) -O-C₁₋₃alkyl,
- (f) -CO₂R⁹,
- (g) -CN,
- (h) -NR⁹R¹⁰, and

- (i) -CONR⁹R¹⁰;

R⁴ is selected from:

- (a) hydrogen,
- (b) hydroxy,
- (c) C₁₋₆alkyl,
- (d) C₁₋₆alkyl-hydroxy,
- (e) -O-C₁₋₃alkyl,
- (f) -CO₂R⁹,
- (g) -CONR⁹R¹⁰, and
- (h) -CN;

or where R³ and R⁴ may be joined together to form a ring which is selected from:

- (a) 1H-indene,
- (b) 2,3-dihydro-1H-indene,
- (c) 2,3-dihydro-benzofuran,
- (d) 1,3-dihydro-isobenzofuran,
- (e) 2,3-dihydro-benzothiofuran, and
- (f) 1,3-dihydro-isobenzothiofuran,

or where R³ and R⁵ or R⁴ and R⁶ may be joined together to form a ring which is phenyl,

wherein the ring is unsubstituted or substituted with 1-7 substituents
where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) hydroxy,
- (d) C₁₋₃alkyl,
- (e) -O-C₁₋₃alkyl,
- (f) -CO₂R⁹,
- (g) -CN,
- (h) -NR⁹R¹⁰, and
- (i) -CONR⁹R¹⁰;

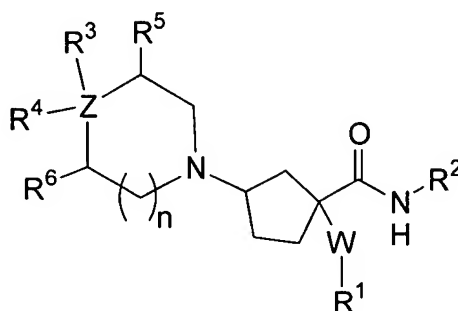
R⁵ and R⁶ are independently selected from:

- (a) hydrogen,
- (b) hydroxy,

- (c) C₁-6alkyl,
- (d) C₁-6alkyl-hydroxy,
- (e) -O-C₁-3alkyl,
- (f) oxo, and
- (g) halo;

and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

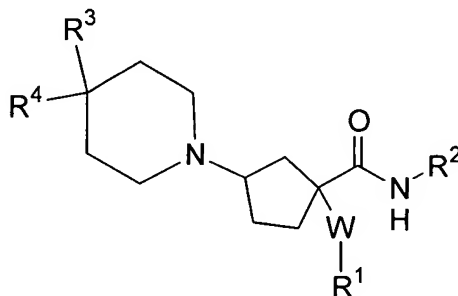
2. (original) The compound of Claim 1 of the formula Ia:



Ia

and pharmaceutically acceptable salts and individual diastereomers thereof.

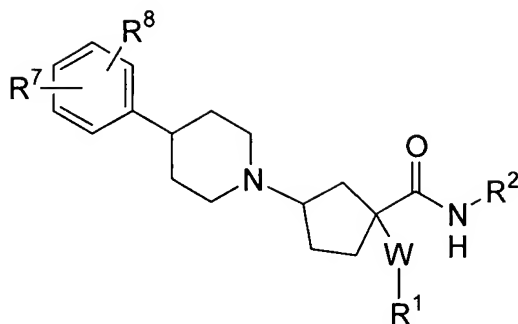
3. (original) The compound of Claim 1 of the formula Ib:



Ib

and pharmaceutically acceptable salts and individual diastereomers thereof.

4. (currently amended) The compound of Claim 1 of the formula Ic:



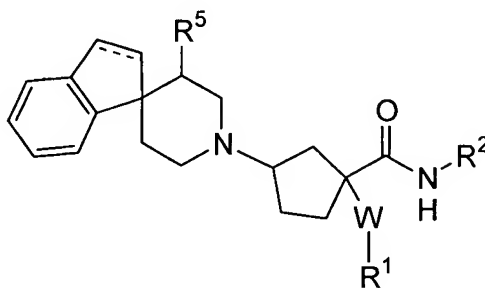
Ic

and wherein R⁷ and R⁸ are independently selected from:

- (a) hydrogen,
- (b) halo,
- (c) trifluoromethyl,
- (d) hydroxy,
- (e) C₁-3alkyl,
- (f) -O-C₁-3alkyl,
- (g) -CO₂H,
- (h) -CO₂C₁-3alkyl, and
- (i) -CN;

and pharmaceutically acceptable salts and individual diastereomers thereof.

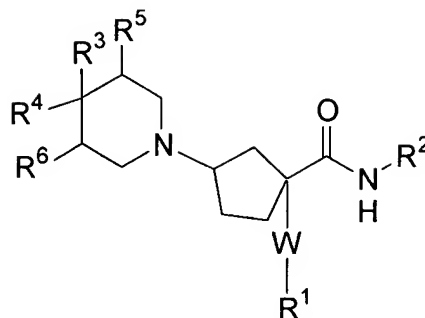
5. (original) The compound of Claim 1 of the formula Id:



Id

wherein the dash line represents either single or double bonds;
and pharmaceutically acceptable salts and individual diastereomers thereof.

6. (original) The compound of Claim 1 of the formula:



wherein W is selected from furanyl, imidazolyl, oxadiazolyl, oxazolyl, phenyl, pyrazolyl, pyrazinyl, pyridyl, pyridazinyl, pyrimidyl, pyrrolyl, thiadiazolyl, and thiazolyl, and pharmaceutically acceptable salts and individual diastereomers thereof.

7. (original) The compound of Claim 1 wherein W is selected from furanyl, imidazolyl, oxadiazolyl, oxazolyl, phenyl, pyrazolyl, pyrazinyl, pyridyl, pyridazinyl, pyrimidyl, pyrrolyl, thiadiazolyl, thiazolyl, thienyl, and triazolyl, and N-oxides thereof.

8. (original) The compound of Claim 1 wherein X is -CONH-.

9. (canceled)

10. (currently amended) The compound of Claim 1 wherein n is 0 and or

1.

11. (original) The compound of Claim 1 wherein R¹ is selected from:

- (a) hydrogen
- (b) halo
- (c) C₁-3alkyl,
- (d) -O-C₁-3alkyl,
- (e) -CO₂R⁹,
- (f) -S-C₁-3alkyl,
- (g) -SO₂-C₁-3alkyl,
- (h) -SCF₃,
- (i) NHC(=NH)NR⁹R¹⁰
- (j) -NR⁹R¹⁰,

- (k) -NR⁹-SO₂-R¹⁰,
- (l) -SO₂-NR⁹R¹⁰, and
- (m) -CONR⁹R¹⁰.

12. (original) The compound of Claim 1 wherein R² is selected from -(C₀₋₄alkyl)-phenyl and -(C₀₋₄alkyl)-heterocycle,

where heterocycle is selected from:

furanyl, imidazolyl, oxadiazolyl, oxazolyl, pyrazolyl, pyrazinyl, pyridyl, pyridazinyl, pyrimidyl, pyrrolyl, thiadiazolyl, thiazolyl, thienyl, and triazolyl, and N-oxides thereof,

where the alkyl is unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:

- (a) halo,
- (b) hydroxy,
- (c) -O-C₁₋₃alkyl, and
- (d) trifluoromethyl,

and where the phenyl or heterocycle is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) trifluoromethoxy,
- (d) hydroxy,
- (e) C₁₋₃alkyl,
- (f) -O-C₁₋₃alkyl,
- (g) -CO₂R⁹,
- (h) -S-C₁₋₃alkyl,
- (i) -SO₂-C₁₋₃alkyl,
- (j) -SCF₃,
- (k) -CO₂R⁹,
- (l) -NR⁹R¹⁰,
- (m) -NR⁹-SO₂-R¹⁰,
- (n) -SO₂-NR⁹R¹⁰, and
- (o) -CONR⁹R¹⁰.

13. (original) The compound of Claim 1 wherein R² is selected from -(C₀₋₄alkyl)-phenyl and -(C₀₋₄alkyl)-heterocycle,

where heterocycle is selected from: pyridyl, pyridazinyl, and N-oxides thereof,
where the alkyl is unsubstituted or substituted with 1-7 substituents where the
substituents are independently selected from:

- (a) halo,
- (b) hydroxy,
- (c) -O-C₁₋₃alkyl, and
- (d) trifluoromethyl,

and where the phenyl or heterocycle is unsubstituted or substituted with 1-3
substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) trifluoromethoxy,
- (d) hydroxy,
- (e) C₁₋₃alkyl,
- (f) -O-C₁₋₃alkyl,
- (g) -CO₂-C₁₋₃alkyl,
- (h) -CO₂H,
- (i) -S-C₁₋₃alkyl,
- (j) -SO₂-C₁₋₃alkyl,
- (k) -SCF₃,
- (l) -NH₂,
- (m) -NH-SO₂-C₁₋₃alkyl, and
- (n) -SO₂-NH₂.

14. (original) The compound of Claim 1 wherein R² is selected from
-CH₂-phenyl and -CH₂-heterocycle,

where heterocycle is selected from: pyridyl, pyridazinyl, and N-oxides thereof,
and where the phenyl or heterocycle is unsubstituted or substituted with 1-3
substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) trifluoromethoxy,
- (d) hydroxy,
- (e) C₁₋₃alkyl,
- (f) -O-C₁₋₃alkyl,
- (g) -CO₂-C₁₋₃alkyl,
- (h) -CO₂H,

- (i) -S-C₁₋₃alkyl,
- (j) -SO₂-C₁₋₃alkyl,
- (k) -SCF₃,
- (l) -NH₂,
- (m) -NH-SO₂-C₁₋₃alkyl, and
- (n) -SO₂-NH₂.

15. (original) The compound of Claim 1 wherein R² is selected from:

- (1) -CH₂-(phenyl),
- (2) -CH₂-(4-bromophenyl),
- (3) -CH₂-(3-chlorophenyl),
- (4) -CH₂-(3,5-difluorophenyl),
- (5) -CH₂-((2-trifluoromethyl)phenyl),
- (6) -CH₂-((3-trifluoromethyl)phenyl),
- (7) -CH₂-((4-trifluoromethyl)phenyl),
- (8) -CH₂-((3-trifluoromethoxy)phenyl),
- (9) -CH₂-((3-trifluoromethylthio)phenyl),
- (10) -CH₂-((3-trifluoromethoxy-5-thiomethyl)phenyl),
- (11) -CH₂-((3-trifluoromethoxy-5-methoxy)phenyl),
- (12) -CH₂-((3-trifluoromethoxy-5-methanesulfonyl)phenyl),
- (13) -CH₂-((3-trifluoromethoxy-5-amino)phenyl),
- (14) -CH₂-((3-trifluoromethoxy-5-aminomethanesulfonyl)phenyl),
- (15) -CH₂-((3-trifluoromethoxy-5-sulfonylamino)phenyl),
- (16) -CH₂-((3,5-bis-trifluoromethyl)phenyl),
- (17) -CH₂-((3-fluoro-5-trifluoromethyl)phenyl),
- (18) -CH(CH₃)-((3,5-bis-trifluoromethyl)phenyl),
- (19) -C(CH₃)₂-((3,5-bis-trifluoromethyl)phenyl),
- (20) -CH₂-(4-(2-trifluoromethyl)pyridyl),
- (21) -CH₂-(5-(3-trifluoromethyl)pyridyl),
- (22) -CH₂-(5-(3-trifluoromethyl)pyridazinyl),
- (23) -CH₂-(4-(2-trifluoromethyl)pyridyl-N-oxide), and
- (24) -CH₂-(5-(3-trifluoromethyl)pyridyl-N-oxide).

16. (original) The compound of Claim 1 wherein R³ is hydrogen or phenyl, where the phenyl is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) hydroxy,
- (d) C₁₋₃alkyl,
- (e) -O-C₁₋₃alkyl,
- (f) -CO₂R⁹,
- (g) -CN,
- (h) -NR⁹R¹⁰, and
- (i) -CONR⁹R¹⁰.

17. (original) The compound of Claim 1 wherein R³ is hydrogen or phenyl, where the phenyl is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from:

- (a) halo,
- (b) hydroxy,
- (d) C₁₋₃alkyl,
- (e) -O-C₁₋₃alkyl, and
- (f) -CO₂R⁹.

18. (original) The compound of Claim 1 wherein R³ is phenyl, or para-fluorophenyl.

19. (currently amended) The compound of Claim 1 wherein R⁴ is selected from:

- (a) hydrogen,
- (b) hydroxy,
- (c) -CO₂H,
- (d) -CO₂C₁₋₆alkyl, and
- (e) -CN.

20. (original) The compound of Claim 1 wherein R⁵ and R⁶ are independently selected from:

- (a) hydrogen,
- (b) hydroxy,
- (c) -CH₃,
- (d) -O-CH₃, and
- (e) oxo.

21. (original) A compound which is selected from the group consisting of the title compounds of the Examples, and pharmaceutically acceptable salts and individual diastereomers thereof.

22. (original) A pharmaceutical composition which comprises an inert carrier and a compound of Claim 1.

23. (canceled)

24. (original) A method for treating, ameliorating or controlling an inflammatory or immunoregulatory disorder or disease which comprises administering to a patient in need thereof an effective amount of the compound of Claim 1.

25. (canceled)

26. (original) A method for treating, ameliorating or controlling rheumatoid arthritis which comprises administering to a patient in need thereof an effective amount of the compound of Claim 1.